

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

WELLPATH HOLDINGS, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-90533 (ARP)

(Jointly Administered)

**AGENDA OF MATTERS
SET FOR HEARING ON JANUARY 8, 2025**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this agenda of matters set for hearing on **January 8, 2025 at 1:00 p.m. (prevailing Central Time)**, before the Honorable Judge Alfredo R. Pérez to consider the following:

Matters Going Forward

1. **Sale Hearing.** Debtors’ Emergency Motion for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of the Debtors’ Assets, (B) Approving Entry into a Stalking Horse Purchase Agreement for the Recovery Solutions Assets, (C) Authorizing the Recovery Solutions Expense Reimbursement, (D) Authorizing Potential Selection of Stalking Horse Bidders for the Corrections Assets and Approving Related Corrections Assets(s) Bid Protections, (E) Establishing Related Dates and Deadlines, (F) Approving the Form and Manner of Notice Thereof, And (G) Approving the Assumption and Assignment Procedures, (II)(A) Approving the Sale of the Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances (B) Authorizing the Assumption and assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [Docket No. 21].²

Status: This matter is going forward.

¹ A complete list of the Debtors (as defined below) in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/Wellpath>. The Debtors’ service address for these chapter 11 cases is 3340 Perimeter Hill Drive, Nashville, Tennessee 37211.

² The sale hearing is bifurcated into two hearings: one for approval of the sale and one for resolution of cure objections. The sale hearing is going forward as noticed herein. To the extent that the Debtors are unable to resolve all cure objections, the Debtors and the objecting parties will request a hearing before the Court to adjudicate the outstanding cure objections.

Related Documents:

- a. Declaration of Timothy J. Dragelin as Chief Restructuring Officer and Chief Financial Officer of Wellpath Holdings, Inc. and Certain of its Affiliates and Subsidiaries in Support of the Debtors' Chapter 11 Petitions and First Day Pleading [Docket No. 20];
- b. Declaration of Christian Tempke in Support of Debtors' Emergency Motion for Entry of Orders (I)(A) Approving The Bidding Procedures for the Sale of the Debtors' Assets, (B) Approving Entry into a Stalking Horse Purchase Agreement for The Recovery Solutions Assets, (C) Authorizing the Recovery Solutions Expense Reimbursement, (D) Authorizing Potential Selection of Stalking Horse Bidders for the Corrections Assets and Approving Related Corrections Asset(s) Bid Protections, (E) Establishing Related Dates and Deadlines, (F) Approving the Form and Manner of Notice Thereof, and (G) Approving the Assumption and Assignment Procedures, (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [Docket No. 21-1];
- c. Declaration of Jason Schoenholtz in Support of Debtors' Emergency Motion for Entry of Orders (I)(A) Approving The Bidding Procedures for the Sale of the Debtors' Assets, (B) Approving Entry into a Stalking Horse Purchase Agreement for The Recovery Solutions Assets, (C) Authorizing the Recovery Solutions Expense Reimbursement, (D) Authorizing Potential Selection of Stalking Horse Bidders for the Corrections Assets and Approving Related Corrections Asset(s) Bid Protections, (E) Establishing Related Dates and Deadlines, (F) Approving the Form and Manner of Notice Thereof, and (G) Approving the Assumption and Assignment Procedures, (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [Docket No. 21-2];
- d. Order (I) Approving Bidding Procedures for the Sale of the Debtors' Assets, (II) Approving Entry into a Stalking Horse Purchase Agreement for the Recovery Solutions Assets, (III) Authorizing the Recovery Solutions Expense Reimbursement, (IV) Authorizing Potential Selection of Stalking Horse Bidders for the Corrections Assets and Approving Related Corrections Assets(s) Bid Protections, (V) Establishing Related Dates and Deadlines, (VI) Approving the Form and Manner of Notice Thereof, And (VII) Approving the Assumption and Assignment Procedures, and (VIII) Granting Related Relief [Docket No. 111];
- e. Certificate of Mailing of Claims Agent re Order (I) Approving Bidding Procedures for the Sale of the Debtors' Assets, (II) Approving Entry into a Stalking Horse Purchase Agreement for the Recovery Solutions Assets, (III) Authorizing the Recovery Solutions Expense Reimbursement, (IV)

Authorizing Potential Selection of Stalking Horse Bidders for the Corrections Assets and Approving Related Corrections Assets(s) Bid Protections, (V) Establishing Related Dates and Deadlines, (VI) Approving the Form and Manner of Notice Thereof, And (VII) Approving the Assumption and Assignment Procedures, and (VIII) Granting Related Relief [Docket No. 127];

- f. Notice of Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount Relating to the Recovery Solutions Asset Sale [Docket No. 194];
- g. Certificate of Publication of Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. 230];
- h. Stipulated and Agreed Amended Order (I) Approving Bidding Procedures for the Sale of the Debtors' Assets, (II) Approving Entry into a Stalking Horse Purchase Agreement for the Recovery Solutions Assets, (III) Authorizing the Recovery Solutions Expense Reimbursement, (IV) Authorizing Potential Selection of Stalking Horse Bidders for the Corrections Assets and Approving Related Corrections Assets(s) Bid Protections, (V) Establishing Related Dates and Deadlines, (VI) Approving the Form and Manner of Notice Thereof, And (VII) Approving the Assumption and Assignment Procedures, and (VIII) Granting Related Relief [Docket No. 384];
- i. Certificate of Publication of Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. 511];
- j. Objection and Reservation of Rights of JDY Inc. to Debtors (I) Proposed Cure Amount, and (II) Potential Assumption and Assignment of Executory Contracts Related to the Recovery Solutions Sale [Docket No. 558]
 - i. Status: Resolved.
- k. Notice of Amended Timeline for Recovery Solutions / Consolidated Sale Transaction [Docket No. 563];
- l. Certificate of Mailing of Claims Agent re Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. 579];
- m. The Texas Medical Board's Limited Objection to the Debtors' Sale of Assets [Docket No. 581];
 - i. Status: Resolved.
- n. Limited Objection and Reservation of Rights of Cobb County, Georgia and Cobb County Sheriff to Proposed Sale of Assets and Proposed Assumption and Assignment of Executory Contract [Docket No. 583];
 - i. Status: Withdrawn
 - i. Notice of Withdrawal of Limited Objection and Reservation of Rights of Cobb County, Georgia and Cobb County Sheriff to Proposed Sale of Assets and Proposed Assumption and Assignment of Executory Contract [Docket No. 831]

- o. Limited Objection and Reservation of Rights of Public Risk Innovation, Solutions, and Management to Proposed Sale of Assets and Proposed Assumption and Assignment of Executory Contracts [Docket No. 602];
 - i. Status: Resolved.
- p. United States' Objection and Reservation of Rights to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and Sale Motion [Docket No. 607];
 - i. Status: Withdrawn.
 - i. Notice of Withdrawal of U.S. Objection to Sale and Notice of Assumption and Assignment [Docket No. 829]
- q. Certificate of Mailing of Claims Agent re Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. 612];
- r. Limited Objection and Reservation of Rights of South Correctional Entity to Proposed Sale of Assets and Proposed Assumption and Assignment of Executory Contracts [Docket No. 609];
 - i. Status: Resolved.
- s. The Statutory Unsecured Claimholders' Committee's Witness and Exhibit List for January 8, 2025 Hearing [Docket No. 805];
- t. Notice of Filing of Proposed Sale Order Relating to the Recovery Solutions Assets Sale [Docket No. 818];
- u. Notice of Cancellation of Auction Relating to the Recovery Solutions Asset Sale [Docket No. 817];
- v. Debtors and Debtors in Possession Witness and Exhibit List for January 8, 2025 Hearing [Docket No. 813];
- w. Limited Objection and Reservation of Rights of Diamond Drugs, Inc. to Debtors' Proposed Sale Order Relating to the Recovery Solutions Assets Sale and Sale of any Other Assets of the Debtors [Docket No. 832];
- x. Declaration of Timothy J. Dragelin as Chief Restructuring Officer and Chief Financial Officer of Wellpath Holdings, Inc. and Certain of its Affiliates in Support of Order (A) Approving the Sale of Certain of the Debtors' Assets and Certain Equity Interests Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, (C) Dismissing the Chapter 11 Cases of the Acquired Recovery Solutions Debtors, and (D) Granting Related Relief [to be filed];
- y. Supplemental Declaration of Jason Schoenholtz in Support of Order (A) Approving the Sale of Certain of the Debtors' Assets and Certain Equity Interests Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, (C) Dismissing the Chapter 11 Cases of the Acquired Recovery Solutions Debtors and (D) Granting Related Relief [to be filed]; and
- z. Notice of Proposed Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount Relating to the Recovery Solutions Asset Sale [Docket No. 833].

PLEASE TAKE FURTHER NOTICE that you may participate in the hearing either in person or by an audio or video connection. Audio communication will be by use of the Court's dial-in facility. You may access the facility at 1 (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Pérez's conference room number is 282694. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Pérez's home page <https://www.txs.uscourts.gov/page/united-states-bankruptcy-judge-alfredo-r-perez>. The meeting code is "JudgePerez". Click the settings icon in the upper right corner and enter your name under the personal information setting.

PLEASE TAKE FURTHER NOTICE that hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your electronic appearance, click the "Electronic Appearance" link on Judge Pérez's home page. Select the case name, complete the required fields and click "Submit" to complete your appearance.

PLEASE TAKE FURTHER NOTICE that all documents filed in these chapter 11 cases are available free of charge by visiting <https://dm.epiq11.com/Wellpath>. Copies of any pleadings or papers filed with the Court may also be obtained by visiting the Court's website at <https://ecf/txsb.uscourts.gov> in accordance with the procedures and fee set forth therein.

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Dated: January 8, 2025
Dallas, Texas

/s/ Marcus A Helt

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Counsel for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I certify that on January 8, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Marcus A Helt
Marcus A Helt